

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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**DECLARATION OF JAMES M. SULLIVAN IN SUPPORT OF
OBJECTION OF LINEAR TECHNOLOGY CORPORATION TO
DEBTORS' EXPEDITED MOTION TO STRIKE (I) NON-CONFORMING CURE
AMOUNT NOTICES AND (II) IMPROPER OBJECTIONS PURSUANT TO
SOLICITATION PROCEDURES ORDER, CONFIRMATION ORDER, PLAN OF
REORGANIZATION, 11 U.S.C. § 105(a), AND FED. R. BANKR. P. 9010**

James M. Sullivan hereby declares and states as follows:

1. I am a partner at McDermott Will & Emery LLP, counsel to Linear Technology Corporation ("Linear"). I submit this declaration in support of Linear's Objection to the Debtors' Expedited Motion To Strike (I) Non-Conforming Cure Amount Notices And (II) Improper Objections Pursuant To Solicitation Procedures Order, Confirmation Order, Plan Of Reorganization, 11 U.S.C. § 105(a), and Fed. R. Bankr. P. 9010 (the "Motion").

2. I have personal knowledge of the facts set forth herein.

3. Through the period of mid to late December 2007 through early January 2008, I monitored incoming mail for the notices of cure amounts and payment election purportedly sent by the Debtors¹ to certain of their contract counterparties (the "Notices"). When I failed to see a Notice for Linear by early January 2008, I had one of my associates contact the Debtors to request copies of such Notices.

¹ All capitalized terms used herein, but not defined herein, shall have the meaning ascribed to them in the Motion.

4. My associate, Nava Hazan, spoke with Eric J. Howe, counsel to the Debtors, on or about January 2, 2008 in order to receive copies of the Notices. She then emailed him on the same date requesting copies of the Notices with respect to, among others, Linear.

5. On January 3, 2008, Mr. Howe responded by email attaching a copy of Linear's Notice.² I reviewed the Notice and forwarded it to Linear on January 4, 2008.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on February 19, 2008

/s/ James M. Sullivan

James M. Sullivan

² A copy of Notice is attached hereto as Exhibit A.